

(DRAFT)

SALE OF PARK HEIGHTS APARTMENTS PROJECT

RELATING TO

**\$5,520,000 County of San Bernardino, California
Multifamily Housing Revenue Refunding Bonds 1998 Series A
(Nova Park Heights Apartments) [Redeemed]**

COMPLIANCE CERTIFICATE OF COUNTY OF SAN BERNARDINO

The undersigned Director, Department of Economic and Community Development of the County of San Bernardino (the "Administrator" or "County"), hereby certifies, in connection with the above-captioned bonds (the "Bonds") as follows:

(All terms not otherwise defined herein shall have the meaning ascribed thereto in the Regulatory Agreement as defined below.):

1. That the Bonds were redeemed on November 12, 2002.
2. That the staff of the County has reviewed material submitted to the County by Capital Foresight-Inland Empire, L.P., a California limited partnership (the "Transferor") concerning the Park Heights Apartments (the "Project"), a 192-unit multifamily residential rental housing project located at 2011 Arden Avenue, City of San Bernardino, California and financed by the Bonds. The Project is more particularly described in that certain Amended and Restated Regulatory Agreement and Declaration of Restrictive Covenants dated as of April 1, 1990, among the County, the predecessor in interest to the Trustee, and the predecessor in interest to the Owner (the "Original Regulatory Agreement") as amended by that certain Amendment To Regulatory Agreement, dated as of September 1, 1998 (the "First Amendment Regulatory Agreement," together with the Original Regulatory Agreement, the "Regulatory Agreement").
3. That as of the date hereof, the Project is in compliance with the requirements of the Regulatory Agreement, specifically Sections 2 and 3 of thereof and the Transferor is current with its payments to the Administrator under the terms of the Regulatory Agreement.
4. That, based upon the fulfillment of the terms and conditions of the Assignment, Assumption and Consent Agreement (the "Assumption Agreement"), dated as of July __, 2003, by and among the County, the Transferor and the Transferee all amounts owed to the County/Administrator shall have been paid in full.

Park Heights Apartments
County Compliance Certificate
July __, 2003

[SIGNATURE PAGE FOR THE COMPLIANCE CERTIFICATE OF COUNTY]

Dated: July __, 2003

COUNTY OF SAN BERNARDINO

By: _____

Thomas R. Laurin, Director
Department of Economic and Community Development